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LAW OFFICES

G. Ware Cornell, Jr., P.A.

FILED

G. WARE CORNELL, JR.  
ROBERT J. SLOTKIN  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER

96 JUN 3 11 30 AM '96  
VICTORIA KING CENTER  
1401 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33302  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (904) 251-1000

PLEASE REPLY TO:  
POST OFFICE BOX 14633  
FORT LAUDERDALE, FLORIDA 33302

May 30, 1996

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-06/04/96--01145--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Vacation Creations of South Florida, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Vacation Creations of South Florida, Inc. Also enclosed is our check in the amount of \$70.00 for the filing fee. Please file the Articles of Incorporation and return to us a stamped copy.

Thank you for your assistance in this matter.

Very truly yours,

Robert J. Slotkin  
For the Firm

RJS/cj

Enclosures

PA  
6/6/96

**ARTICLES OF INCORPORATION**  
**OF**  
**VACATION CREATIONS OF SOUTH FLORIDA, INC.**

**FILED**  
96 JUN -3 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is VACATION CREATIONS OF SOUTH FLORIDA, INC., doing business at 3950 N.W. 116th Terrace, Sunrise, Florida.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: to purchase, or otherwise acquire, and to own, charter, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with airline and cruise bookings and all related services to the air and cruise travel business. Further, the business shall include the hiring of employees, buying, holding, mortgaging, selling, conveying, leasing or otherwise disposing of real and personal property incident to the above, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or

otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In general, to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation or the By-Laws of this corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct of the business of the corporation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 204, Fort Lauderdale, Florida, 33301, and the name of the initial registered agent of this corporation at that address is ROBERT J. SLOTKIN.

#### ARTICLE VII. DIRECTORS

This corporation shall have one Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

**ARTICLE VIII. INITIAL DIRECTORS**

The names and post office addresses of the initial officers and Directors of this Corporation are:

LUCRETIA LABOZZETTA  
3950 N.W. 116 Terrace  
Sunrise, Florida 33323

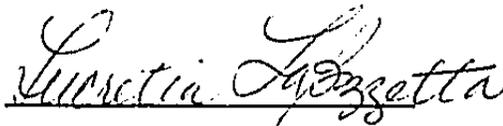
**ARTICLE IX. INCORPORATOR**

The name and post office address of the incorporator to these Articles of Incorporation is:

LUCRETIA LABOZZETTA  
3950 N.W. 116 Terrace  
Sunrise, Florida 33323

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

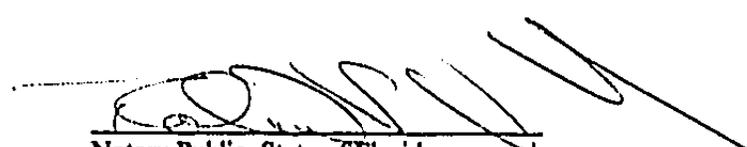


LUCRETIA LABOZZETTA, Incorporator

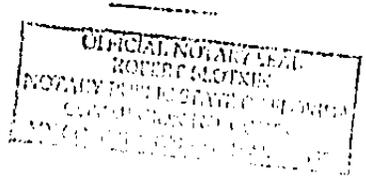
STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF BROWARD        )

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared LUCRETIA LABOZZETTA, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29 day of May, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:



*Allyson Smith*

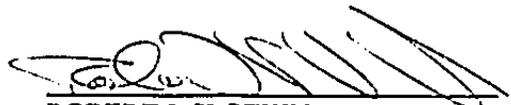
**FILED**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM **PM 1:38**  
PROCESS MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

VACATION CREATIONS OF SOUTH FLORIDA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED ROBERT J. SLOTKIN, LOCATED AT 1401 EAST BROWARD BOULEVARD, SUITE 204, FORT LAUDERDALE, FLORIDA, 33301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
ROBERT J. SLOTKIN

Date 8/29/90